

*Furnish this exhibit for EACH foreign principal listed in an initial statement
and for EACH additional foreign principal acquired subsequently.*

1. Name and address of registrant Sidley & Austin		2. Registration No. 3731
3. Name of foreign principal Pohang Iron & Steel Company	4. Principal address of foreign principal 1 Koedong-Dong, Pohang City, Kyongsangbuk-Do, Korea	

5. Indicate whether your foreign principal is one of the following type:

☐ Foreign government

☐ Foreign political party

☒ Foreign or ☐ domestic organization: If either, check one of the following:

☐ Partnership

☐ Committee

☒ Corporation

☐ Voluntary group

☐ Association

☐ Other (specify) _____

☐ Individual—State his nationality _____

6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant.

b) Name and title of official with whom registrant deals.

N/A

7. If the foreign principal is a foreign political party, state:

a) Principal address

b) Name and title of official with whom the registrant deals.

c) Principal aim

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8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

**Pohang Iron & Steel Company is an integrated steel mill that produces
a variety of iron and steel products.**

b) Is this foreign principal

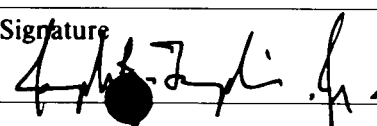
- Owned by a foreign government, foreign political party, or other foreign principal Yes ☒ No ☐
- Directed by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☒
- Controlled by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☒
- Financed by a foreign government, foreign political party, or other foreign principal Yes ☒ No ☐
- Subsidized in whole by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☒
- Subsidized in part by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☒

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

Pohang Iron & Steel Company ("POSCO") was incorporated in 1968 under the Republic of Korea's Companies Act and is registered with the Registrar of Companies for the Republic of Korea. 35% of the shares in POSCO are held by the following Korean government entities: The Ministry of Finance (20%) and the Korean Development Bank (15%). Approximately 27% of the shares are held by the public and 10% are held by POSCO employees. The remaining shareholders are four commercial banks and Korea Tungsten Mining Company.

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

N/A

Date of Exhibit A Sept. 25, 1989	Name and Title Joseph B. Tompkins, Jr. Partner - D.C. office	Signature 
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INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant	Name of Foreign Principal
Sidley & Austin	Pohang Iron & Steel Company

Check Appropriate Boxes:

- ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
- ☐ There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.

- ☒ The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

The registrant has been retained to assist Pohang Iron & Steel Company ("POSCO") in the negotiation of the steel Voluntary Restraint Agreement ("VRA") and to represent POSCO's interests with respect to actual or proposed actions by the U.S. government affecting the steel industry. The agreement is of indefinite duration. Fees will be based upon the hourly rates of the lawyers involved for actual time expended. Out-of-pocket expenses will be reimbursed.

- Describe fully the nature and method of performance of the above indicated agreement or understanding.

The agreement will be carried out by the preparation of legal memoranda and supporting documents and by conferences with appropriate POSCO officers.

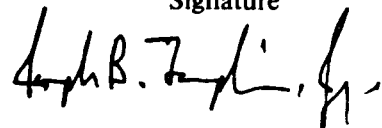
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5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal. The registrant will render legal advice to the foreign principal and may participate in negotiations and conferences with U.S. government officials and Congressional representatives on behalf of the foreign principal.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?¹
Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

The registrant may represent the foreign principal in conferences with officials of the Office of the United States Trade Representative or Department of Commerce, and with Congressional representatives with respect to the negotiation of the Steel Voluntary Restraint Agreement and issues involving the steel industry. At such conferences, the registrant may represent the legal position of the foreign principal and may support that position orally and with legal memoranda and factual documents.

Date of Exhibit B	Name and Title	Signature
Sept. 26, 1989	Joseph B. Tompkins, Jr. Partner - D.C. office	

¹ Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.